Public Employees' Retirement Board

A Component Unit of the State of Montana

Report on Investment Activity

INTRODUCTION

The Montana Constitution and Montana statutes govern the investment activity of the retirement funds administered by the Public Employees' Retirement Board (PERB). The "prudent expert principle," contained in the Montana Constitution and Montana statute, requires the fiduciaries of the funds, including the Montana Board of Investments (BOI), to discharge their duties in the same manner that a prudent expert acting in a fiduciary capacity and under the same circumstances, exercises in the conduct of an enterprise of a similar character with similar objectives.

The prudent expert principle permits further diversification of the holdings of the fund to minimize the risk of loss and maximize the rate of return. The opportunity to diversify among various asset classes does enable a fund to reduce volatility and increase returns.

The BOI prepares and provides information related to the defined benefit investments for the PERB. The Montana Public Employee Retirement Administration (MPERA), staff of the PERB, is responsible for the presentation of the report of investment activity.

INVESTMENT GOALS AND OBJECTIVES

The basic goal influencing the investment activity for the PERB is two-fold. First is to realize compound rates of return sufficient to fund promised benefits; and the second is to provide benefit services at the lowest possible cost to employers and members.

The basic investment objective of the BOI is achievement of a total rate of return which exceeds the rate of inflation as measured by the Consumer Price Index by 3% over any five-year rolling period, while out-performing the market indices for each asset class over the current five-year rolling period.

To calculate the PERB's defined benefit investment returns, State Street Bank and Trust, BOI's custodial bank and an independent third party, uses the industry performance presentation standards times weighted total rate of return method.

RISK TOLERANCE

In view of the long time horizon of the pension plans and adequacy of cash flow to meet retiree payments, all funds have an above average ability to assume risk. For Montana loans, maximum loan size is \$5 million.

INVESTMENT MANAGEMENT AND RESULTS

The funds of each defined benefit plan are invested by the BOI as part of the unified investment program. The portfolio is broadly diversified between the various asset classes (stocks, bonds, real estate, venture capital, etc.). A complete list of portfolio information is available through the BOI. State Street Bank and Trust compiles the rates of return for the investments using the Association for Investment Management and Research (AIMR) Performance Presentation Standards. The total rates of return for fiscal year 2004 are reported for each defined benefit fund by the BOI. The following tables are a summary of the information received from the BOI.

TOTAL RATES OF RETURN BY ASSET CLASS

12-Month Period ending June 30, 2004

Asset Class	INDEX	PERS- DBRP	<u>JRS</u>	<u>HPORS</u>	<u>SRS</u>						
STIP 91 day T-Bill	0.96%	1.11%	1.11%	1.11%	1.11%						
Equities ¹ S&P 500	19.10%	20.14%	20.12%	20.13%	20.14%						
Fixed Income LB Aggregate Bond	0.32%	1.56%	1.05%	1.05%	1.05%						
Miscellaneous ²		5.41%									
All Assets Index Composite ³		13.43% 13.39%									
	<u>INDEX</u>	<u>GWPORS</u>	MPORS	<u>FURS</u>	<u>VFCA</u>						
STIP 91 day T-Bill	0.96%	1.11%	1.11%	1.11%	1.11%						
Equities ¹ S&P 500	19.10%	20.23%	20.11%	20.13%	20.02%						
Fixed Income LB Aggregate Bond	0.32%	1.05%	1.05%	1.05%	1.05%						
All Assets Index Composite ³		13.22% 13.18%			13.12% 13.05%						

¹ Includes MDEP, MTIP and REI

The rates of return are based on the industry performance presentation standards times weighted total rate of return method (AIMR Performance Presentation Standards)

² Montana Mortgages

³ An Index Composite paralleling the Fund's Asset Allocation at Market Value

TOTAL RATES OF RETURN BY ASSET CLASS

Three-Year Period ending June 30, 2004

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Asset Class	INDEX	PERS- DBRP	<u>JRS</u>	<u>HPORS</u>	<u>SRS</u>
STIP 91 day T-Bill	1.61%	1.87%	1.87%	1.87%	1.87%
Equities ¹ S&P 500	-0.69%	-0.07%	-0.17%	-0.20%	-0.20%
Fixed Income LB Aggregate Bond	6.36%	8.13%	8.49%	8.49%	8.49%
Miscellaneous ²		6.40%			
All Assets Index Composite ³		3.91% 3.99%	3.94% 3.84%	3.87% 3.75%	3.96% 3.80%
	<u>INDEX</u>	MPORS	<u>GWPORS</u>	<u>FURS</u>	<u>VFCA</u>
STIP 91 day T-Bill	1.61%	1.87%	1.87%	1.87%	1.87%
Equities ¹ S&P 500	-0.69%	-0.25%	-0.27%	-0.27%	-0.27%
Fixed Income LB Aggregate Bond	6.36%	8.49%	8.49%	8.49%	8.49%
All Assets Index Composite ³		3.86% 3.70%	3.94% 3.80%	3.84% 3.66%	5.75% 5.54%

¹ Includes MDEP, MTIP and REI

The rates of return are based on the industry performance presentation standards times weighted total rate of return method (AIMR Performance Presentation Standards)

² Montana Mortgages

³ An Index Composite paralleling the Fund's Asset Allocation at Market Value

TOTAL RATES OF RETURN BY ASSET CLASS

Five-Year Period ending June 30, 2004

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Asset Class	<u>INDEX</u>	PERS- DBRP	<u>JRS</u>	<u>HPORS</u>	<u>SRS</u>						
STIP 91 day T-Bill	3.14%	3.58%	3.57%	3.57%	3.57%						
Equities ¹ S&P 500	-2.20%	-1.17%	-1.45%	-1.54%	-1.57%						
Fixed Income LB Aggregate Bond	6.95%	8.03%	8.19%	8.19%	8.19%						
Miscellaneous ²		7.31%									
All Assets Index Composite ³		2.84% 2.77%		2.66% 2.59%							
	<u>INDEX</u>	MPORS	<u>GWPORS</u>	<u>FURS</u>	<u>VFCA</u>						
STIP 91 day T-Bill	3.14%	3.57%	3.57%	3.58%	4.44%						
Equities ¹ S&P 500	-2.20%	-1.59%	-1.61%	-1.64%	-1.03%						
Fixed Income LB Aggregate Bond	6.95%	8.20%	8.20%	8.20%	8.19%						
All Assets Index Composite ³		2.67% 2.56%	2.72% 2.62%	2.62% 2.49%	4.44% <i>4.</i> 29%						

¹ Includes MDEP, MTIP and REI

The rates of return are based on the industry performance presentation standards times weighted total rate of return method (AIMR Performance Presentation Standards)

² Montana Mortgages

³ An Index Composite paralleling the Fund's Asset Allocation at Market Value

ASSET ALLOCATION

Correct asset allocation is the main determinant of the BOI's success in meeting long-term investment objectives. The asset mix

with the highest probability of achieving the basic investment objective and the actual asset mix for fiscal year 2004 is listed in the following table for both fixed income investments and equity investments.

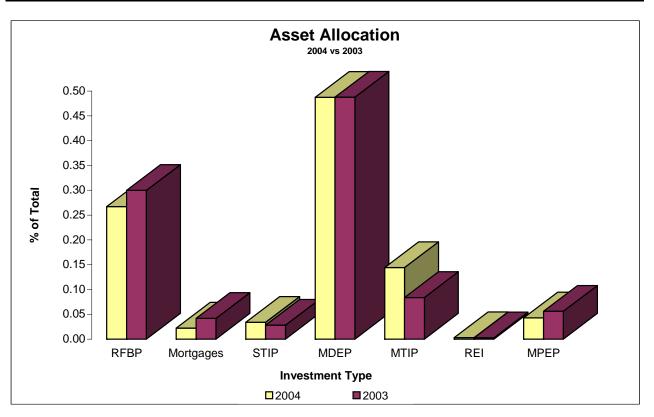
FY2004 ASSET ALLOCATION

		Investment Objective	Actual Investment		Investment Objective	Actual Investment
PERS-	-DBRP			GWPORS		
	Fixed	30% to 40%	32.31%	Fixed	30% to 40%	33.98%
	Equity	60% to 70%	67.69%	Equity	60% to 70%	66.02%
JRS				MPORS		
	Fixed	30% to 40%	32.94%	Fixed	30% to 40%	31.97%
	Equity	60% to 70%	67.06%	Equity	60% to 70%	68.03%
HPOR	S			FURS		
	Fixed	30% to 40%	32.49%	Fixed	30% to 40%	32.06%
	Equity	60% to 70%	67.51%	Equity	60% to 70%	67.94%
SRS				VFCA		
	Fixed	30% to 40%	32.69%	Fixed	30% to 40%	31.15%
	Equity	60% to 70%	67.31%	Equity	60% to 70%	68.85%

PERS-DBRP

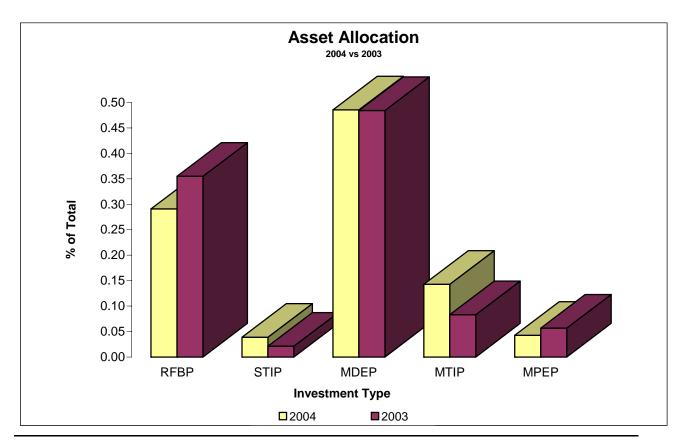
Asset Mix (fair value) as of June 30, 2004 and 2003 (in thousands)

Investment Type	2004 Fair Value	% of Total	2003 Fair Value	% of Total	Dollar Change	% Change
Fixed Income:						
Retirement Funds Bond Pool (RFBP)	\$ 805,840	26.71%	\$ 804,470	29.97%	\$ 1,370	0.17%
Montana Mortgages	66,755	2.21%	112,079	4.18%	(45,324)	-40.44%
STIP	102,343	3.39%	75,120	2.80%	27,223	36.24%
Total Fixed Income	\$ 974,938	32.31%	\$ 991,669	36.95%	\$ (16,731)	-1.69%
Equities: Montana Domestic Equity Pool (MDEP) Montana International Pool (MTIP) Real Estate Investments (REI) Montana Private Equity Pool (MPEP) Total Equities	\$ 1,469,963 434,917 8,409 128,797 \$ 2,042,086	48.72% 14.42% 0.28% 4.27% 67.69%	\$ 1,308,884 225,347 7,246 150,960 \$ 1,692,437	48.76% 8.40% 0.27% 5.62% 63.05%	\$161,079 209,570 1,163 (22,163) \$349,649	12.31% 93.00% 16.05% -14.68% 20.66%
rotai Equities	φ ∠,04∠,086	07.09%	Ф 1,092,437	03.05%	Ф 349,049	20.00%
Total	\$ 3,017,024	100.00%	\$ 2,684,106	100.00%	\$332,918	12.40%



JRS
Asset Mix (fair value)
as of June 30, 2004 and 2003
(in thousands)

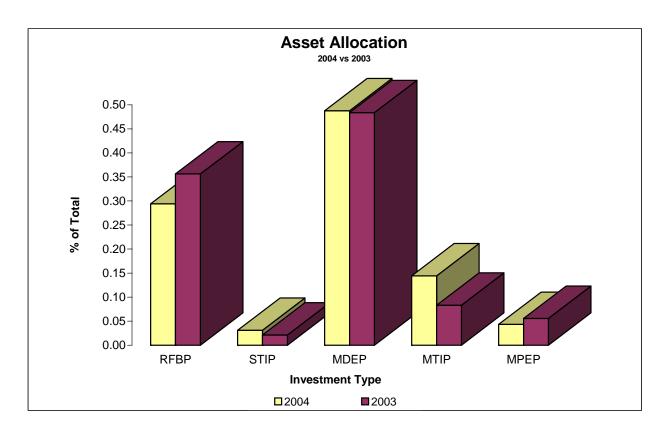
Investment Type	Fa	2004 iir Value	% of Total	Fa	2003 air Value	% of Total	Dollar Change	% Change
Fixed Income: Retirement Funds Bond Pool (RFBP) STIP Total Fixed Income	\$	13,024 1,733 14,757	29.07% 3.87% 32.94%		14,046 837 14,883	35.49% 2.11% 37.60%	896	-7.28% 107.05% -0.85%
Equities: Montana Domestic Equity Pool (MDEP) Montana International Pool (MTIP) Montana Private Equity Pool (MPEP) Total Equities	\$	21,739 6,393 1,906 30,038	48.54% 14.27% 4.25% 67.06%		19,162 3,294 2,243 24,699	48.41% 8.32% 5.67% 62.40%	3,099 (337)	13.45% 94.08% -15.02% 21.62%
Total	\$	44,795	100.00%	\$	39,582	100.00%	\$ 5,213	13.17%



HPORS

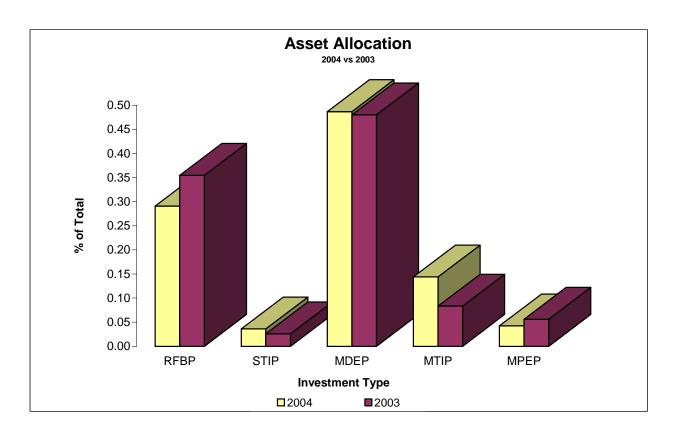
Asset Mix (fair value) as of June 30, 2004 and 2003 (in thousands)

Investment Type	Fa	2004 iir Value	% of Total	Fa	2003 air Value	% of Total	Dollar Change	% Change
Fixed Income: Retirement Funds Bond Pool (RFBP) STIP Total Fixed Income	\$	23,018 2,430 25,448	29.39% 3.10% 32.49%	\$	25,178 1,501 26,679	35.63% 2.12% 37.74%	\$(2,160) 929 \$(1,231)	-8.58% 61.89% -4.61%
Equities: Montana Domestic Equity Pool (MDEP) Montana International Pool (MTIP) Montana Private Equity Pool (MPEP) Total Equities	\$	38,192 11,296 3,375 52,863	48.77% 14.42% 4.32% 67.51%		34,191 5,883 3,933 44,007	48.37% 8.32% 5.57% 62.26%	\$ 4,001 5,413 (558) \$ 8,856	11.70% 92.01% -14.19% 20.12%
Total	\$	78,311	100.00%	\$	70,686	100.00%	\$ 7,625	10.79%



SRS
Asset Mix (fair value)
as of June 30, 2004 and 2003
(in thousands)

Investment Type	Fa	2004 air Value	% of Total	F	2003 air Value	% of Total	Dollar Change	% Change
Fixed Income: Retirement Funds Bond Pool (RFBP) STIP Total Fixed Income	\$	40,680 5,055 45,735	29.08% 3.61% 32.69%	\$	3,186	35.47% 2.59% 38.06%	1,869	-6.78% 58.66% -2.33%
Equities: Montana Domestic Equity Pool (MDEP) Montana International Pool (MTIP) Montana Private Equity Pool (MPEP) Total Equities	\$	68,112 20,127 5,936 94,175	48.68% 14.39% 4.24% 67.31%	\$	10,250 6,906	48.00% 8.33% 5.61% 61.94%	\$ 9,053 9,877 (970) \$17,960	15.33% 96.36% -14.05% 23.56%
Total	\$	139,910	100.00%	\$	123,040	100.00%	\$16,870	13.71%

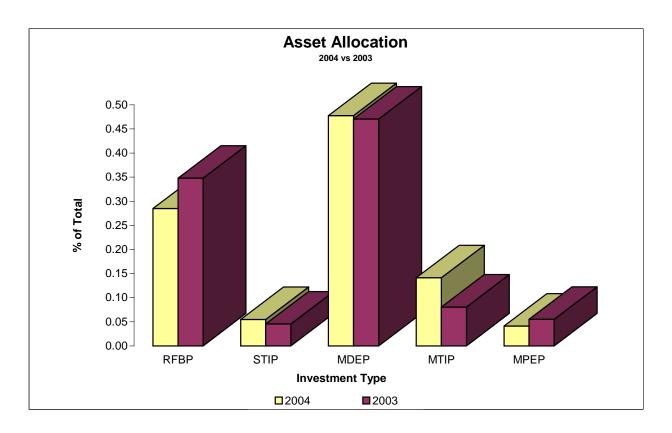


INVESTMENT SECTION

GWPORS

Asset Mix (fair value) as of June 30, 2004 and 2003 (in thousands)

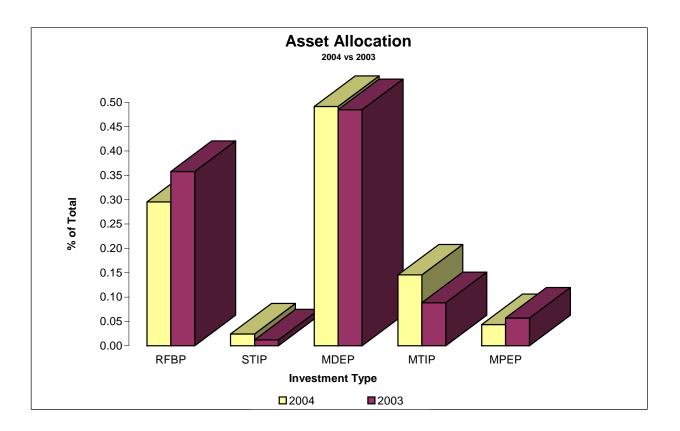
Investment Type	Fa	2004 ir Value	% of Total	Fa	2003 air Value	% of Total	Dollar Change	% Change
Fixed Income: Retirement Funds Bond Pool (RFBP) STIP Total Fixed Income	\$	12,837 2,472 15,309	28.49% 5.49% 33.98%	\$	12,921 1,691 14,612	34.79% 4.55% 39.34%	781	-0.65% 46.19% 4.77%
Equities: Montana Domestic Equity Pool (MDEP) Montana International Pool (MTIP) Montana Private Equity Pool (MPEP) Total Equities	\$	21,521 6,372 1,856 29,749	47.76% 14.14% 4.12% 66.02%		17,476 2,996 2,058 22,530	47.05% 8.07% 5.54% 60.66%	3,376 (202)	23.15% 112.68% -9.82% 32.04%
Total	\$	45,058	100.00%	\$	37,142	100.00%	\$ 7,916	21.31%



MPORS
Asset Mix (fair value)

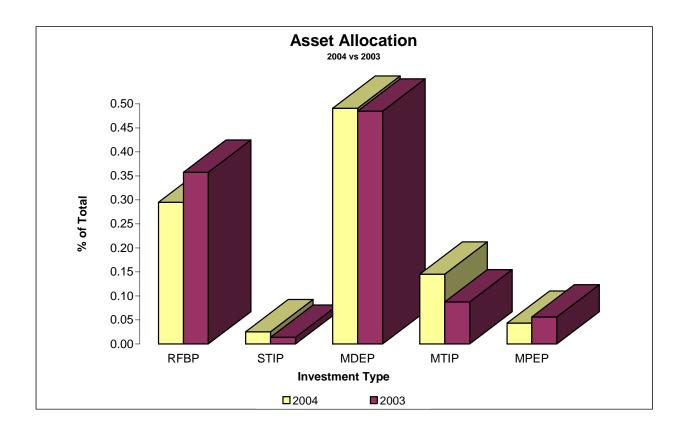
as of June 30, 2004 and 2003 (in thousands)

Investment Type	F	2004 air Value	% of Total	F	2003 air Value	% of Total	Dollar Change	% Change
Fixed Income: Retirement Funds Bond Pool (RFBP) STIP Total Fixed Income	\$	41,584 3,403 44,987	29.55% 2.42% 31.97%	·	43,873 1,446 45,319	35.80% 1.19% 36.98%	\$ (2,289) 1,957 \$ (332)	-5.22% 135.34% -0.73%
Equities: Montana Domestic Equity Pool (MDEP) Montana International Pool (MTIP) Montana Private Equity Pool (MPEP) Total Equities	\$	69,175 20,458 6,105 95,738	49.15% 14.54% 4.34% 68.03%	·	59,430 10,833 6,975 77,238	48.49% 8.84% 5.69% 63.02%	\$ 9,745 9,625 (870) \$18,500	16.40% 88.85% -12.47% 23.95%
Total	\$	140,725	100.00%	\$	122,557	100.00%	\$18,168	14.82%



FURS
Asset Mix (fair value)
as of June 30, 2004 and 2003
(in thousands)

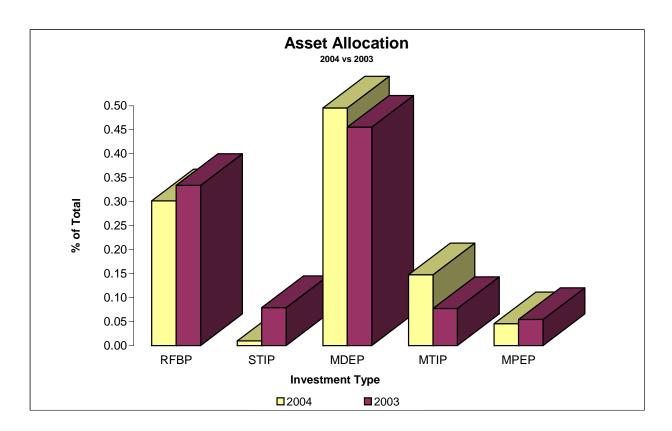
Investment Type	F	2004 air Value	% of Total	F	2003 air Value	% of Total	Dollar Change	% Change
Fixed Income: Retirement Funds Bond Pool (RFBP) STIP Total Fixed Income	\$	39,592 3,414 43,006	29.51% 2.55% 32.06%	\$	1,641	35.75% 1.40% 37.15%	1,773	-5.18% 108.04% -0.90%
Equities: Montana Domestic Equity Pool (MDEP) Montana International Pool (MTIP) Montana Private Equity Pool (MPEP) Total Equities	\$	65,851 19,469 5,813 91,133	49.09% 14.52% 4.33% 67.94%	\$	10,235 6,546	48.48% 8.77% 5.60% 62.85%	\$ 9,213 9,234 (733) \$17,714	16.27% 90.22% -11.20% 24.13%
Total	\$	134,139	100.00%	\$	116,817	100.00%	\$17,322	14.83%



VFCA
Asset Mix (fair value)

as of June 30, 2004 and 2003 (in thousands)

Investment Type	Fa	2004 iir Value	% of Total	Fa	2003 air Value	% of Total	Dollar Change	% Change
Fixed Income: Retirement Funds Bond Pool (RFBP) STIP Total Fixed Income	\$	5,617 180 5,797	30.18% 0.97% 31.15%	Ť	5,964 1,414 7,378	33.39% 7.92% 41.31%	(1,234)	-5.82% -87.27% -21.43%
Equities: Montana Domestic Equity Pool (MDEP) Montana International Pool (MTIP) Montana Private Equity Pool (MPEP) Total Equities	\$	9,221 2,746 848 12,815	49.54% 14.75% 4.56% 68.85%		8,134 1,379 969 10,482	45.54% 7.72% 5.43% 58.69%	\$ 1,087 1,367 (121) \$ 2,333	13.36% 99.13% -12.49% 22.26%
Total	\$	18,612	100.00%	\$	17,860	100.00%	\$ 752	4.21%



Public Employees' Retirement Board

A Component Unit of the State of Montana

Largest Holdings (by portfolio fair value) as of June 30, 2004

A complete list of the portfolio holdings can be obtained by contacting the Montana Board of Investments. The information below is MPERA's presentation of the largest holdings.

Shares/Par	Mortgages Portfolio	Fair Value
221,861,642	Montana Permanent Coal Trust Loans	\$ 221,861,642
119,513,572	Montana Residential Mortgages	119,513,572

PERS' 66,754,461 shares represent 19.3% of the total Mortgages portfolio at market.

Shares/Par	MPEP Portfolio	Fair Value
50,311,901	KKR 1996	\$ 88,540,666
48,680,492	Brinson Partnership Fund Trust	43,212,407
1	Oaktree Capital Opportunities Fund IVB LP	32,498,809
164,951	State Street SPIFF	24,229,851
12,855,368	Lexington Capital Partnership V LP	17,820,972
16,893,417	KKR European Fund	15,776,593
10,107,970	Welsh Carson Anderson Stowe IX	12,717,565
14,108,333	Brinson Venture Capital Fund IV	9,500,241
7,552,000	Adams Street Partnership Fund	7,577,518
8,000,000	Adams Street Fund V	7,421,640

PERS' 1,297,661 shares represent 49.83% of the total MPEP portfolio at market. JRS' 19,204 shares represent .74% of the total MPEP portfolio at market. HPORS' 34,001 shares represent 1.31% of the total MPEP portfolio at market. SRS' 59,802 shares represent 2.30% of the total MPEP portfolio at market. GWPORS' 18,699 shares represent .72% of the total MPEP portfolio at market. MPORS' 61,502 shares represent 2.36% of the total MPEP portfolio at market. FURS' 58,567 shares represent 2.25% of the total MPEP portfolio at market. VFCA's 8,547 shares represent .33% of the total MPEP portfolio at market.

Public Employees' Retirement Board

A Component Unit of the State of Montana

Largest Holdings (by portfolio fair value) as of June 30, 2004

Shares/Par	MDEP Portfolio	Fair Value
2,576,200	General Electric Co	\$ 83,468,880
2,721,000	Microsoft Corp	77,711,760
2,078,260	Pfizer Inc	71,242,753
1,461,866	Citigroup Inc	67,976,769
1,439,912	Exxon Mobil Corp	63,946,492
804,000	Johnson & Johnson	44,782,800
599,750	American International Group Inc	42,750,180
1,544,000	Intel Corp	42,614,400
750,000	Wal Mart Stores Inc	39,570,000
1,605,000	Cisco Systems Inc	38,038,500

PERS' 11,955,431 shares represent 50.65% of the total MDEP portfolio at market. JRS' 176,805 shares represent .75% of the total MDEP portfolio at market. HPORS' 310,623 shares represent 1.32% of the total MDEP portfolio at market. SRS' 553,968 shares represent 2.35% of the total MDEP portfolio at market. GWPORS' 175,030 shares represent .74% of the total MDEP portfolio at market. MPORS' 562,614 shares represent 2.38% of the total MDEP portfolio at market. FURS' 535,576 shares represent 2.27% of the total MDEP portfolio at market. VFCA's 74,994 shares represent .32% of the total MDEP portfolio at market.

Shares/Par	RFBP Portfolio	Fair Value
150,000,000	Student Loan Marketing Assn \$	68,702,550
35,000,000	Federal Home Loan Mortgage Corp	33,592,370
30,000,000	Federal National Mortgage Assn	32,299,824
150,000,000	Federal Home Loan Mortgage Corp	29,910,000
29,251,285	FNMA Pool	27,912,161
29,193,982	Federal Home Loan Pool B13150	27,865,175
27,667,779	Federal Home Loan Pool E01425	27,097,582
27,498,408	Federal Home Loan Pool E01418	26,246,777
21,835,873	PPL Montana LLC	25,629,766
26,822,963	Federal Home Loan Pool E01376	25,571,924

PERS' 772,494,880 shares represent 49.74% of the total RFBP portfolio at market. JRS' 12,485,043 shares represent .80% of the total RFBP portfolio at market. HPORS' 22,065,231 shares represent 1.42% of the total RFBP portfolio market. SRS' 38,996,919 shares represent 2.51% of the total RFBP portfolio at market. GWPORS' 12,305,775 shares represent .79% of the total RFBP portfolio at market. MPORS' 39,863,268 shares represent 2.57% of the total RFBP portfolio at market. FURS' 37,954,178 shares represent 2.44% of the total RFBP portfolio market. VFCA's 5,384,788 shares represent .35% of the total RFBP portfolio market.

INVESTMENT SECTION

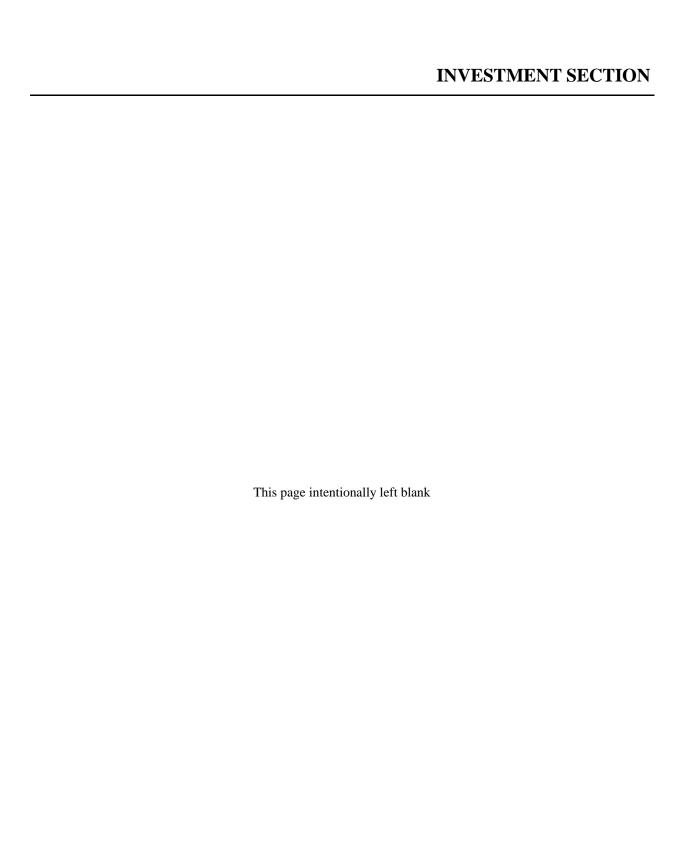
Public Employees' Retirement Board

A Component Unit of the State of Montana

Largest Holdings (by portfolio fair value) as of June 30, 2004

Shares/Par	MTIP Portfolio	Fair Value
44,873,947	BGI MSCI Index Fund Europe	\$ 389,187,569
3,578,423	BGI Pacific Index Strategy Fund	46,167,852
215,706	State Street SPIFF	31,685,217
185,600	Novartis AG	8,187,799
476,259	Telefonica SA	7,040,203
173,500	Toyota Motor Corp	7,028,090
24,330	Nestle S A	6,488,518
15,533	Samsung Electronic	6,412,151
96,600	Swiss Reinsurance	6,274,681
1,054	East Japan Railway	5,910,183

PERS' 4,038,393 shares represent 50.93% of the total MTIP portfolio at market. JRS' 59,366 shares represent .75% of the total MTIP portfolio at market. HPORS' 34,001 shares represent 1.32% of the total MTIP portfolio at market. SRS' 186,886 shares represent 2.36% of the total MTIP portfolio at market. GWPORS' 59,163 shares represent .75% of the total MTIP portfolio at market. MPORS' 189,964 shares represent 2.40% of the total MTIP portfolio at market. FURS' 180,776 shares represent 2.28% of the total MTIP portfolio at market. VFCA's 25,499 shares represent .32% of the total MTIP portfolio at market.



INVESTMENT SECTION

Public Employees' Retirement Board

A Component Unit of the State of Montana

Investment Summary as of June 30, 2004 (in thousands)

	PERS-DBRP		JR	S	HPORS		
		% of Total % of Total			% of Total		
- (1,,1,,1	Fair	Fair	Fair	Fair	Fair	Fair	
Type of Investment	Value	Value	Value	Value	Value	Value	
Fixed Income Retirement Funds Bond Pool	\$ 805,840	26.71%	\$ 13,024	29.07%	\$ 23,018	29.39%	
Equities Montana Domestic Equity Pool	1,469,963	48.72%	21,739	48.54%	38,192	48.77%	
Montana International Pool	434,917	14.42%	6,393	14.27%	11,296	14.42%	
Alternative Equities Montana Private Equity Pool Real Estate Investments	128,797 8,409	4.27% 0.28%	1,906 N/A	4.25%	3,375 N/A	4.32%	
Montana Mortgages & Loans Mortgages	66,755	2.21%	N/A		N/A		
Short Term Investments Short Term Investment Pool	102,343	3.39%	1,733	3.87%	2,430	3.10%	
Total	\$3,017,024	100.00%	\$ 44,795	100.00%	\$ 78,311	100.00%	

SR	S	GWP	GWPORS		RS	FURS		VFCA	
	% of Total	•	% of Total		% of Total		% of Total		% of Total
Fair	Fair	Fair	Fair	Fair	Fair	Fair	Fair	Fair	Fair
Value	Value	Value	Value	Value	Value	Value	Value	Value	Value
\$ 40,680	29.08%	\$ 12,837	28.49%	\$ 41,584	29.55%	\$ 39,592	29.51%	\$ 5,617	30.18%
68,112 20,127	48.68% 14.39%	21,521 6,372	47.76% 14.14%	69,175 20,458	49.15% 14.54%	65,851 19,469	49.09% 14.52%	9,221 2,746	49.54% 14.75%
5,936 N/A	4.24%	1,856 N/A	4.12%	6,105 N/A	4.34%	5,813 N/A	4.33%	848 N/A	4.56%
N/A		N/A		N/A		N/A		N/A	
5,055 \$139,910	3.61% 100.00%	2,472 \$ 45,058	5.49% 100.00%	3,403 \$140,725	2.42%	3,414 \$134,139	2.55%	180 \$ 18,612	0.97%



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